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## AMENDMENT OF OIL AND GAS LEASE

STATE OF TEXAS           §  
                                       §  
 COUNTY OF TARRANT   §

This AMENDMENT OF OIL AND GAS LEASE (this "Amendment"), dated June 22, 2009, amends that certain Oil and Gas Lease (the "Lease") dated April 24, 2009, between Luminant Mineral Development Company, LLC, ("Lessor"), whose address is 300 South St. Paul Street, Suite 300, Dallas, Texas, 75201 and XTO Energy Inc., ("Lessee"), whose address is 810 Houston Street, Fort Worth, Texas, 76102, a Memorandum of Oil and Gas Lease, of which, is recorded as Document No. D209134182, Official Public Records, Tarrant County, Texas.

WHEREAS, Lessor and Lessee desire to amend the Lease in accordance with this instrument.

NOW, THEREFORE, in consideration of the mutual benefits to be derived hereby and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned parties do hereby amend the Lease, as follows:

1. Paragraph 7(f) pertaining to the royalty provision in the Lease is hereby amended by deleting the last sentence, that reads, *"To the extent this lease covers such interest in the oil and gas in said lands owned by others than Lessor, Lessee will timely pay to such other owners their respective proportionate shares of all benefits accruing hereunder to which such other owners are lawfully entitled."*; thus, deleting said sentence in its entirety.
2. Paragraph 7, pertaining to the royalty provision in the Lease is hereby amended by adding an additional clause, hereinafter called Paragraph 7(n) as follows: "The formation of any unit hereunder shall not have the effect of changing the ownership of any delay rental or shut-in production royalty which may become payable under this lease. If this lease now or hereafter covers separate tracts, no pooling or unitization of royalty interest as between any such separate tracts is intended or shall be implied or result merely from the inclusion of such separate tracts within this lease but Lessee shall nevertheless have the right to pool as provided above with consequent allocation of production as above provided. As used in this paragraph, the words "separate tract" mean any tract with royalty ownership differing, now or hereafter, either as to parties or amounts, from that as to any other part of the leased premises."
3. Exhibit 'A' of the Lease, is hereby amended by adding an additional tract of land, more particularly described as: "TRACT 22: All that certain lot, tract or parcel, being 1.211 acres of land, more or less, out of the John Hibbins Survey, A-638, Tarrant County, Texas, and being the same tract of land as described in a deed from Katherine Buck McDermott and Continental National Bank, Fort Worth, Texas, Trustees under the will and of the Estate of Raymond E. Buck, Sr., Deceased, and Katherine Buck McDermott, as Independent Executrix of the Estate of Raymond E. Buck, Deceased, and Mrs. Katherine Camp Buck, a femme sole, to Texas Electric Service Company, recorded in Volume 5110, Page 830 of the Deed Records, Tarrant County, Texas." D-2102
4. Exhibit 'A' of the Lease, is hereby amended by deleting the date, "April 20, 2009," contained in the first paragraph of Exhibit 'A' and replacing that date with the correct date of the lease, April 24, 2009.

WHEREAS, Lessor hereby adopts, ratifies and confirms the Lease as to all of the terms and provisions therein, as hereby amended, and Lessor does hereby grant, lease, let and demise unto XTO Energy Inc., as Lessee, the lands covered by the Lease, in accordance with all of the terms and provisions of the Lease, as amended hereby.

This instrument shall be binding upon and inure to the benefit of Lessor and Lessee, their respective successors, personal representative, and assigns.

Except as herein amended, the Lease is and remains unchanged and in full force and effect as originally written.

ORIGINAL

IN WITNESS WHEREOF, the parties have caused this Amendment to Oil and Gas Lease to be duly executed as of the day and year first written above, but shall be effective for all purposes as of April 24, 2009.

**LESSOR:**

LUMINANT MINERAL DEVELOPMENT COMPANY, LLC

By: [Signature]  
 Name: BRETT WIGGS  
 Title: AUTHORIZED REPRESENTATIVE

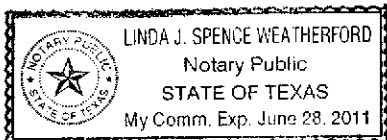
**LESSEE:**

XTO Energy Inc.

[Signature]  
 Edwin S. Ryan, Jr.  
 Senior Vice President – Land Administration

STATE OF TEXAS §  
 COUNTY OF DALLAS §

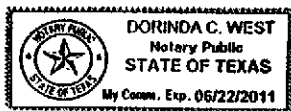
This instrument was acknowledged before me on July 14, 2009, by BRETT WIGGS, Authorized Representative of Luminant Mineral Development Company, LLC, on behalf of said limited liability company.



[Signature]  
 Notary Public, State of Texas

STATE OF TEXAS §  
 COUNTY OF TARRANT §

This instrument was acknowledged before me on July 30, 2009, by Edwin S. Ryan, Jr., Senior Vice President – Land Administration of XTO Energy Inc., a Delaware corporation, on behalf of said corporation, on behalf of said limited liability company.



[Signature]  
 Notary Public, State of Texas

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**EXHIBIT 'A'**

Attached to and made a part of that certain Oil and Gas Lease by and between Luminant Mineral Development Company, LLC, as Lessor, and XTO Energy Inc., as Lessee, dated April 24, 2009.

TRACT 1: Being 8.2 acres, more or less, out of the David Odum Survey, Abstract # 1184, more particularly described in that certain Warranty Deed by and between W. R. Ross, et ux, Grantors and Texas Electric Service Company, Grantee, dated October 3, 1947, recorded Volume 1944, Page 396, Deed Records, Tarrant County, Texas. D-970

TRACT 2: Being 0.143 acres, more or less, described as out of Block 37, Jennings South Addition, more particularly described in that certain Warranty Deed by and between Kenneth E. Taylor, Grantor and Texas Electric Service Company, Grantee, dated September 6, 1966, recorded Volume 4278, Page 163, Deed Records, Tarrant County, Texas. D-1874

SAVE AND EXCEPT .057 acres, more or less, out of Block 37, Jennings South Addition, more particularly described in that certain Warranty Deed by and between Texas Electric Service Company, Grantor and Big 4 Auto Supply Company, Grantee, dated December 28, 1970 and recorded Tarrant County, Texas.

TRACT 3: Being Lot 9, Block 37 of Ryan & Pruitt Addition, City of Fort Worth, more particularly described in that certain Warranty Deed by and between Roger Hughes, Grantor and Texas Electric Service Company, Grantee, dated April 13, 1949, recorded Volume 2080, Page 217, Deed Records, Tarrant County, Texas. D-1090

TRACT 4: Being Lots 10, 11, 12, 13, 14, and 15, Block 37, and Lot 10, Block 38 in the Ryan and Pruitt Addition, City of Fort Worth, more particularly described in that certain Warranty Deed by and between Carlisle Cravens, Grantor and Texas Electric Service Company, Grantee, dated December 23, 1940, recorded Volume 1443, Page 357, Deed Records, Tarrant County, Texas. D-811

TRACT 5: Being Lot 11, Block 38, in the Ryan and Pruitt Addition, City of Fort Worth, more particularly described in that certain Warranty Deed by and between Carlisle Cravens, Grantor and Texas Electric Service Company, Grantee, dated December 23, 1940, recorded Volume 1456, Page 319, Deed Records, Tarrant County, Texas. D-812

TRACT 6: Being Lot 8, Block 37, in the Ryan & Pruitt Addition, City of Fort Worth, more particularly described in that certain Warranty Deed by and between Roger Hughes, Grantor and Texas Electric Service Company, Grantee, dated January 18, 1950, recorded Volume 2156, Page 199, Deed Records, Tarrant County, Texas. D-1091

TRACTS 3 thru 6 containing 1.40 acres, more or less.

TRACT 7: Being 1.44 acres, more or less, out of the J. Wilcox Survey, Abstract # 43, Abstract #1702, more particularly described as Tract A and Tract B in that certain Warranty Deed by and between Gerald W. Carter, et ux, Grantors and Texas Electric Service Company, Grantee, dated May 20, 1981, recorded Volume 7126, Page 875, Deed Records, Tarrant County, Texas. D-2396

TRACT 8: Being 1.01 acres, more or less, out of the J. Wilcox Survey, Abstract # 1702, more particularly described as Tract One and Tract Two in that certain Warranty Deed by and between Diamond Food Markets, Inc., Grantor and Texas Electric Service Company, Grantee, dated March 10, 1981, recorded Volume 7090, Page 2299, Deed Records, Tarrant County, Texas. D-2392

TRACT 9: Being 0.3948 acres, more or less, out of Block 23, Jennings South Addition, more particularly described in that certain Warranty Deed by and between Texas Drug Company, Grantor and Texas Utilities Electric Company, Grantee, dated December 20, 1993, recorded Volume 11421, Page 0559, Deed Records, Tarrant County, Texas. D-5109

TRACT 10: Being Lot 26, Block 38, Jennings South Addition, more particularly described in that certain Warranty Deed by and between Lena A. Haynes, et al, Grantors and Texas Electric Service Company, Grantee, dated June 17, 1976, recorded Volume 6035, Page 983, Deed Records, Tarrant County, Texas., D-2263

TRACT 11: Being Lot 25, Block 38, Jennings South Addition, more particularly described in that certain Warranty Deed by and between Jack C. Wessler, Trustee, Grantor and Texas Electric Service Company, Grantee, dated August 2, 1972, recorded Volume 5786, Page 586, Deed Records, Tarrant County, Texas. D-2141

TRACT 12: Being Lot 22, Block 38, Jennings South Addition, more particularly described in that certain Warranty Deed by and between Charles Franklin, Mackey, et al, Grantor and Texas Electric Service Company, Grantee, dated January 19, 1977, recorded Volume 6162, Page 38, Deed Records, Tarrant County, Texas. D-2285

TRACT 13: Being Lot 23, Block 38, Jennings South Addition, more particularly described in that certain Warranty Deed by and between Gladys Brummett, Grantor and Texas Electric Service Company, Grantee, dated March 18, 1977, recorded Volume 6195, Page 85, Deed Records, Tarrant County, Texas. D-2286

TRACT 14: Being Lot 24, and the North 8 Feet of Lot 23, Block 38, Jennings South Addition, more particularly described in that certain Warranty Deed by and between Leonard W. Barbee, Grantor and Texas Electric Service Company, Grantee, dated May 11, 1978, recorded Volume 6480, Page 963, Deed Records, Tarrant County, Texas. D-2310

TRACT 15: Being Lots 1, 2, 3, 18 and 28, Block 38, Jennings South Addition, more particularly described in that certain Warranty Deed by and between Charles A. Chambers, et al, Grantors and Texas Electric Service Company, Grantee, dated December 28, 1965, recorded Volume 4163, Page 600, Deed Records, Tarrant County, Texas. D-1840

SAVE AND EXCEPT 10.0 FEET OF Lot 2, Block 38, Jennings South Addition, more particularly described in that certain Warranty Deed by and between Texas Electric Service Company, Grantor and The City of Fort Worth, Grantee, dated March 3, 1975.

TRACT 16: Being Lot 27, Block 38, Jennings South Addition, more particularly described in that certain Warranty Deed by and between Mary Aguilar, et al, Grantors and Texas Electric Service Company, Grantee, dated March 11, 1966, recorded Volume 4191, Page 392, Deed Records, Tarrant County, Texas. D-1849

TRACTS 10 THRU 15 containing approximately 1.399 acres, more or less.

TRACT 17: Being 0.153 acres, more or less, being a portion of Block 1, Edwards Heirs Addition, more particularly described in that certain Warranty Deed by and between Ruth Ellen Satterfield, et vir, Grantor and Texas Electric Service Company, Grantee, dated May 17, 1966, recorded Volume 4215, Page 491, Deed Records, Tarrant County, Texas. D-1863

TRACT 18: Being 11.9 acres, more or less, out of the David Odum Survey, Abstract #1184, more particularly described in that certain Warranty Deed by and between George W. Grant, et ux, Grantors and Texas Electric Service Company, Grantee, dated August 13, 1947, recorded Volume 1930, Page 302, Deed Records, Tarrant County, Texas. D-961

TRACT 19: Being 11.617 acres, more or less, out of the David Odum Survey, Abstract # 1184, more particularly described in that certain Warranty Deed by and between GSC Properties, Inc., Grantor and Texas Electric Service Company, Grantee, dated January 27, 1970, recorded Volume 4849, Page 572, Deed Records, Tarrant County, Texas. D-2050.

TRACT 20: Being .729 acres, more or less, out of the J. Wilcox Survey No. 43, Abstract # 1702, more particularly described in that certain Warranty Deed by and between Jack C. Wessler, Trustee, Grantor and Texas Electric Service Company, Grantee, dated November 11, 1981, recorded Volume 7223, Page 1694, Deed Records, Tarrant County, Texas. D-2401

TRACT 21: Being 10.611 acres, more or less, out of the R. Graves Survey, Abstract # 569, more particularly described in that certain Warranty Deed by and between L.R. Meyer, et ux, Grantors and Texas Electric Service Company, Grantee, dated November 2, 19971, recorded Volume 5143, Page 309, Deed Records, Tarrant County, Texas. D-2107

Containing 48.9398 acres, more or less.